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11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**

14 **In re:**

15 **PG&E CORPORATION,**

16 **-and-**

17 **PACIFIC GAS AND ELECTRIC**  
18 **COMPANY,**

19 **Debtors.**

- 20 ☐ Affects PG&E Corporation  
21 ☒ Affects Pacific Gas and Electric Company  
22 ☐ Affects both Debtors

23 *\* All papers shall be filed in the Lead Case,*  
24 *No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088-DM (Lead Case)

Chapter 11

(Jointly Administered)

**JOINDER OF EXELON CORPORATION  
AND AV SOLAR RANCH 1, LLC, IN  
LIMITED OPPOSITION TO MOTION OF  
THE UTILITY FOR LIMITED RELIEF  
FROM THE AUTOMATIC STAY TO  
APPEAL CERTAIN MATTERS PENDING  
BEFORE THE FEDERAL ENERGY  
REGULATORY COMMISSION**

Date: June 26, 2019  
Time: 9:30 a.m. (PST)  
Place: United States Bankruptcy Court  
Courtroom 17, 16<sup>th</sup> Floor  
San Francisco, CA 94102

**Objection Deadline:** June 19, 2019  
4:00 p.m. (PST)

1 Exelon Corporation (“**Exelon**”) and AV Solar Ranch 1, LLC (“**AVSR-1**” and, together  
2 with Exelon, the “**Exelon Parties**”), hereby join, and incorporate herein by this reference the  
3 arguments stated in, *NextEra Energy’s Limited Opposition to Motion of the Utility for Limited*  
4 *Relief from the Automatic Stay to Appeal Certain Matters Pending before the Federal Energy*  
5 *Regulatory Commission* (Dkt. No. 2616) (the “**NextEra Stay Opposition**”) and, in support  
6 thereof, state as follows:

7 1. Prior to the Petition Date, Exelon, on the one hand, and NextEra Energy, Inc. and  
8 NextEra Energy Partners, L.P. , on the other hand, each filed petitions before the Federal Energy  
9 Regulatory Commission (“**FERC**”) commencing the matters of *Exelon Corp. v. Pacific Gas &*  
10 *Elec. Co.*, No. E119-36-001 (the “**Exelon FERC Proceeding**”) and *NextEra Energy, Inc., et al. v.*  
11 *Pacific Gas & Elec. Co.*, No. EL19-35-000 (the “**NextEra FERC Proceeding**”).

12 2. On January 25, 2019, and January 28, 2019, respectively, FERC issued Orders on  
13 Petition for Declaratory Order and Complaint in the NextEra FERC Proceeding (the “**NextEra**  
14 **FERC Order**”) and the Exelon FERC Proceeding (the “**Exelon FERC Order**”).

15 3. On February 25, 2019, Pacific Gas and Electric Company (the “**Utility**”) sought  
16 rehearing of the NextEra FERC Order and the Exelon FERC Order. On May 1, 2019, FERC  
17 entered an Order Denying Rehearing in each of the Exelon FERC Proceeding and the NextEra  
18 FERC Proceeding.

19 4. On June 3, 2019, Pacific Gas and Electric Company (the “**Utility**”) filed a *Motion*  
20 *of the Utility for Limited Relief from the Automatic Stay to Appeal Certain Matters Pending*  
21 *Before the Federal Energy Regulatory Commission* [Docket No. 2359] (the “**Utility Stay**  
22 **Motion**”), which seeks prospective stay relief to permit the Utility to appeal from the orders  
23 entered in the NextEra FERC Proceeding and the Exelon FERC Proceeding (collectively, the  
24 “**FERC Orders**”), as well as retroactive relief such that all post-petition actions and filings  
25 previously made before FERC in connection with the Exelon FERC Proceeding and the NextEra  
26 FERC Proceeding are not rendered void by the automatic stay.

27 5. On June 5, 2019, the Exelon Parties filed a *Joinder in Motion for Limited Relief*  
28 *from Stay to Participate in Appellate Proceedings with Respect to FERC Orders* (Dkt. No. 2406)

1 (the “**Stay Relief Joinder**”), pursuant to which the Exelon Parties joined in certain arguments set  
2 forth by NextEra in their *Motion for Limited Relief from Stay to Participate in Appellate*  
3 *Proceedings with Respect to FERC Orders* (Dkt. No. 2400) (the “**NextEra Stay Motion**”) and  
4 sought an order modifying the automatic stay to permit the Exelon Parties to participate in any  
5 appeal from the FERC Orders that the Utility may file.

6         6.       The Utility Stay Motion currently only seeks relief from the automatic stay to  
7 permit the Utility to prosecute an appeal from the FERC Orders. For the reasons stated in the  
8 NextEra Stay Opposition, the Utility should not be permitted to prosecute an appeal from orders  
9 obtained as a result of a FERC petition filed by the Exelon Parties while, at the same time, the  
10 Exelon Parties might be precluded from participating in that appeal by the automatic stay.  
11 Accordingly, the Exelon Parties object to the Court granting the Utility’s motion to modify the  
12 stay in the absence of an order modifying the automatic stay to permit the Exelon Parties to  
13 participate in any appeal from the FERC Orders, or either of them, that the Utility may file.

14 Dated: June 19, 2019

MORGAN, LEWIS & BOCKIUS LLP

16 By: /s/ Richard W. Esterkin  
17 Richard W. Esterkin

18 Attorney for Exelon Corporation and  
19 AV Solar Ranch I, LLC  
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